

Howard B. Kleinberg, Esq.
Edward J. LoBello, Esq.
Jil Mazer-Marino, Esq.
MEYER, SUOZZI, ENGLISH & KLEIN, P.C.
1350 Broadway, Suite 501
New York, New York 10018
Telephone: (212) 239-4999
Email: hkleinberg@msek.com
Email: elobello@msek.com
Email: jmazermarino@msek.com

*Proposed Counsel to the Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Chapter 11

**CHINA FISHERY GROUP LIMITED
(CAYMAN), *et al.*,¹**

Case No. 16-11895 (JLG)

Jointly Administered

Debtors.

**SECOND SUPPLEMENTAL DECLARATION OF THOMAS R. SLOME
IN SUPPORT OF THE DEBTORS' APPLICATION FOR
ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND
EMPLOYMENT OF MEYER, SUOZZI, ENGLISH & KLEIN, P.C.
AS ATTORNEYS FOR THE DEBTORS AND DEBTORS
IN POSSESSION EFFECTIVE *NUNC PRO TUNC* TO THE PETITION DATE**

I, Thomas R. Slome, hereby declare that the following is true to the best of my knowledge, information and belief:

¹ The Debtors are China Fishery Group Limited (Cayman), Pacific Andes International Holdings Limited (Bermuda), N.S. Hong Investment (BVI) Limited ("NS Hong"), South Pacific Shipping Agency Limited (BVI), China Fisheries International Limited (Samoa), CFGL (Singapore) Private Limited, Chanery Investment Inc. (BVI), Champion Maritime Limited (BVI), Growing Management Limited (BVI), Target Shipping Limited (HK), Fortress Agents Limited (BVI), Ocean Expert International Limited (BVI), Protein Trading Limited (Samoa), CFG Peru Investments Pte. Limited (Singapore), Smart Group Limited (Cayman), and Super Investment Limited (Cayman).

1. I am a shareholder in the law firm of Meyer, Suozzi, English & Klein, P.C. (“**Meyer Suozzi**”) located at, among other places, 1350 Broadway, Suite 501, New York, NY 10018 and 990 Stewart Avenue, Suite 300, Garden City, NY 11530. I am one of the attorneys from Meyer Suozzi working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of New York, and I have been admitted to practice in the United States Bankruptcy Court for the Southern District of New York.

2. I submit this declaration (the “**Second Supplemental Declaration**”) to supplement the disclosures set forth in my declaration dated July 18, 2016 (the “**Initial Declaration**”) [Exhibit B to Docket No. 34] and my First Supplemental Declaration dated August 2, 2016 [Docket No. 44] in support of the Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Meyer, Suozzi, English & Klein, P.C. as Counsel for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date (the “**Application**”).² Except as otherwise noted, I have personal knowledge of the matters set forth herein.³ The supplemental disclosures are as follows:

3. In connection with the proposed retention of Meyer Suozzi as counsel to the Debtors, I disclosed in the Initial Declaration that RSR (the Debtors’ proposed restructuring consultant) had in the past retained Meyer Suozzi in several matters to render legal services for RSR and/or its principal, Robert Rosenfeld, in the various capacities described therein. Since the Petition Date, RSR has requested legal advice from Meyer Suozzi with respect to a new matter unrelated to the Debtors.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

³ Certain of the disclosures herein relate to matters within the knowledge of other attorneys at Meyer Suozzi and are based on information provided by them.

4. The law firm of Davis Polk & Wardwell LLP has filed a proof of claim in this case. Attorneys at Davis Polk & Wardwell LLP have in the past referred matters to Meyer Suozzi, unrelated to this matter. As noted in the Initial Declaration, I chair the City Bar Bankruptcy Committee. Two attorneys with Davis Polk & Wardwell LLP are on the City Bar Bankruptcy Committee.

5. Other firms representing parties in or related to these cases, or parties or their affiliates in these cases, also have one or more attorneys who are either current members of the City Bar Bankruptcy Committee or will become members at the start of the new committee year on September 1, 2016. These firms or parties are Goldin Associates, LLC, Luskin Stern & Eisler LLP, Ashurst, LLP, Kirkland & Ellis, Baker & McKenzie LLP, Clifford Chance US LLP and Bank of America, N.A.

6. In paragraphs 14 through 16 of my Initial Declaration, I stated my understanding, based on the Debtors' Application and the Lar Dan Declaration made by Ng Joo Chuan attached as Exhibit D thereto, that Mr. Ng, as 12.5% owner of NS Hong, caused his wholly owned investment company Meridian to make capital contributions to NS Hong to fund the Retainer.

7. In connection with the Debtors' preparation, with the assistance of Meyer Suozzi and RSR, of their Statements of Financial Affairs ("**SOFAs**"), I learned of the information contained in the Part 6, Q.13 Annex to the NS Hong SOFA [Docket No. 16-1 in Case No. 16-11899], a copy of which is attached hereto. In sum, that annex discloses a loan agreement dated June 24, 2016 for the purpose of funding retainers, and an agreement to exchange shares belonging to Mr. Ng in Meridian. As set forth in the annex, NS Hong discloses that the latter transaction was not consummated, and the advances for the professional retainers were made as capital contributions rather than loans under the loan agreement.

8. Nothing contained in this Second Supplemental Declaration or any previous declaration of mine affects the conclusions asserted in paragraphs 28 and 42 of my Initial Declaration as to Meyer Suozzi's disinterestedness.

9. The foregoing constitutes a supplemental statement of Meyer Suozzi pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure and Meyer Suozzi will continue to conduct due diligence and will file additional supplemental declarations to the extent necessary.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed this 17th day of August 2016

/s/ Thomas R. Slome
Thomas R. Slome

**N.S HONG INVESTMENT (BVI) LIMITED
STATEMENT OF FINANCIAL AFFAIRS**

PART 6, Q. 13 ANNEX

On June 24, 2016, NS Hong and Meridian Investment Group (Pte) Limited ("Meridian") entered into a Loan Agreement, pursuant to which Meridian agreed to advance funds on the Debtors behalf for payment of professional retainers. The parties subsequently agreed that such advances should be deemed capital contributions. The Debtor has not yet issued shares to Meridian for such capital contribution. These statements reflect such payment as a capital contribution.

On June 24, 2016, NS Hong and Meridian Investment Group (Pte) Limited ("Meridian") entered into an agreement to swap 61% of the shares of ACL Limited (BVI), currently wholly owned by NS Hong for a 16% interest in Meridian. However, the conditions to such swap were not satisfied and the transaction proposed under the agreement was not consummated. This statement, therefore, does not reflect such exchange.